

**Bridge Enterprise Board
Regular Meeting Minutes
Thursday, July 16, 2015**

PRESENT WERE: Kathy Connell, Chairwoman, District 6
Gary Reiff, Vice Chair District 3
Shannon Gifford, District 1
Ed Peterson, Chairman, District 2
Kathy Gilliland, District 5
Sidny Zink, District 8
Steven Hofmeister, District 11

EXCUSED: Bill Thiebaut, District 10

ALSO PRESENT: Shailen Bhatt, Executive Director
Josh Laipply, Chief Engineer
Debra Perkins-Smith, Director of Transportation Development
Amy Ford, Communications Director
Maria Sobota, Acting CFO
Herman Stockinger, Government Relations Director
Mark Imhoff, Director, Division of Transit and Rail
Karen Rowe, Region 2 Transportation Director
Dave Eller, Region 3 Transportation Director
Kerrie Neet, Region 5 Transportation Director
Kathy Young, Chief Transportation Counsel
Barb Gold, Audit Director
Scott McDaniel, Staff Services Director
Mike Cheroutes, HPTE Director
Ryan Rice, Operations Division Director
Tony DeVito, I-70 East Project Director
Vince Rogalski, STAC Chairman
Gary Vansuch, Process Improvement Director

AND: Other staff members, organization representatives,
the public and the news media

An electronic recording of the meeting was made and filed with supporting documents in the Transportation Commission office.

Chairwoman Connell convened the meeting at 9:40 a.m. in Auditorium at CDOT Headquarters.

Audience Participation

Chairwoman Connell stated that no members of the audience wished to address the Board of Directors.

Act on Consent Agenda

Chairwoman Connell entertained a motion to approve the Consent Agenda. Commissioner Gifford moved to approve the resolution, and Commissioner Peterson seconded the motion. Upon vote of the Board the resolution passed unanimously.

Resolution #BE-15-7-1

Approval of Regular Meeting Minutes for June 18, 2015.

BE IT SO RESOLVED THAT, the Minutes for the June 18, 2015, meeting of the Bridge Enterprise Board of Directors are hereby approved by the Bridge Enterprise Board as published in the Agenda for the July 15 & 16, 2015, meeting of the Bridge Enterprise Board of Directors.

Update on BE TABOR Lawsuit

Kathy Young informed the Commission that the Lawsuit the TABOR foundation brought against the Bridge Enterprise is over. The Foundation sued BE over two issues. First, the foundation believed that surcharge on registration that funds Bridge Enterprise is a fee not a tax, and second when CDOT transferred bridges to BE that was a grant, which would cause Bridge Enterprise to lose its Enterprise status. The case went to trial, BE prevailed. After the first trial, the TABOR Foundation appealed the decision, once again BE prevailed. Finally the case was appealed to the Colorado Supreme Court. The Supreme Court decided on June 29 to not hear the Appeal, ending the lawsuit against the Bridge Enterprise.

Commissioner Gilliland thanked Kathy Young and recognized her for her work on Highway 36.

May 2015 On-System Poor List and Prioritization Scoring Update

Scott McDaniels took the Commissioners through the poor bridges list. Five new structures have been added to this list this month to become Bridge Enterprise Eligible. There were no questions from the Commission.

Q3 FY 2015 BE Program Financial Update

Maria Sobota brought the commission's attention to the budget balance of the Bridge Enterprise. She also pointed out cash flow will change as the I-70 viaduct funds are realized.

Discuss and Act on the 1st Bridge Enterprise Budge Supplement.

Maria Sobota asked the Commission if they had any questions on the Budget Supplement. Chairwoman Connell entertained a motion to approve the Consent Agenda. Commissioner Reiff moved to approve the resolution, and Commissioner Gilliland seconded the motion. Upon vote of the Board the resolution passed unanimously.

Resolution #BE-15-7-2

BE IT SO RESOLVED, that the 1st Supplement to the Fiscal Year 2015-2016 Budget as amended be approved by the Board of directors.

Monthly Progress Report

Scott McDaniel explained how underperforming projects are measured. Staff will be changing their methods in measuring underperforming project value when the project in question deals with railroad issues.

Discuss and Act on Approval for Staff to Execute IGA with City and County of Denver for I-70

I-70 East Project Director Tony DeVito worked through aspects of the I-70 East Intergovernmental Agreement with City and County of Denver (CCD). The IGA focuses on three things. The main three items are drainage improvements in the area, identifying elements to reduce financial risk and to finalize a payment approach. The IGA was approved by the CCD City Council on July 6, 2015.

Tony DeVito explained that the project area historically has had very bad drainage issues. CDOT and CCD are paying close attention to the drainage, as it will impact whatever is built along the I-70 East corridor.

In the IGA, partnerships that create shared value in the project are identified. For example, permitting fees on the project could cost \$15 million. Working with Denver, these fees have been waved to lower the overall project cost. Additionally, how Right of Way issues will be dealt with is written out in the IGA to avoid future issues. Finally, dirt from the project will be provided to CCD at no cost.

In the IGA, requests from CCD have been listed. The IGA identifies a payment structure for the betterments requested by CCD.

Commissioner Rieff thanked staff for working so diligently with CCD to come up with the agreement. He believes it is a good deal for CCD and CDOT. There was a large gap in the project, and CCD helped fill that gap, creating a mutually beneficial project.

Commissioner Gifford thanked the commission and staff for working so hard in creating the IGA.

Chairwoman Connell entertained a motion to approve the I-70 East IGA. Commissioner Gifford moved to approve the resolution, and Commissioner Zink seconded the motion. Upon vote of the Board the resolution passed unanimously.

Resolution #BE-15-7-3

Resolution #BE-15-7-3

Approving an Intergovernmental Agreement by and among the Colorado Bridge Enterprise, the Colorado Department of Transportation, the Colorado High Performance Transportation Enterprise, and the City and County of Denver Regarding the I-70 East Project

Approved by the Bridge Enterprise Board of Directors on July 16, 2015

WHEREAS, the Colorado Bridge Enterprise ("BE") was created pursuant to § 43-4-805, C.R.S., as an enterprise for purposes of Section 20 of Article X of the Colorado Constitution, and as a government-owned business within the Colorado Department of Transportation ("CDOT"), for the business purpose of financing, repairing, reconstructing, and replacing designated bridges, as defined in § 43-4-803(10), C.R.S.; and

WHEREAS pursuant to § 43-4-805(5)(i), C.R.S., the Board of Directors of the BE (the "Board") is empowered to make and enter into all other contracts and agreements, including intergovernmental agreements pursuant to § 29-1-103, C.R.S., that are necessary or incidental to the exercise of its powers and performance of its duties; and

WHEREAS the Board has reviewed the Intergovernmental Agreement by and among BE, the Colorado Department of Transportation, the Colorado High Performance Transportation Enterprise, and the City and County of Denver regarding the design, construction, financing, operation and maintenance of the I-70 East Project (the "Agreement"); and

WHEREAS the Board supports a cooperative approach to the I-70 East Project and agrees there are significant mutual benefits to be achieved by working together on the I-70 East Project and related enhancements, including transportation improvements, efficiencies in timely decision making and turnaround, the design of the partial cover identified in the NEPA documents, and other improvements, which will result in savings to, and funding contributions for, the I-70 East Project; and

WHEREAS the Board has also determined that it is appropriate to prepare for the possibility that the Partial Cover Lowered Alternative ultimately receives approval through the NEPA process; provided, however, that if the Partial Cover Lowered Alternative is not identified as the selected, preferred alternative in the Record of Decision for the I-70 East Project, the Agreement may be terminated by mutual written agreement of the Parties.

NOW THEREFORE BE IT RESOLVED that the Board of the Colorado Bridge Enterprise hereby approves the Intergovernmental Agreement by and among BE, the Colorado Department of Transportation, the Colorado High Performance Transportation Enterprise, and the City and County of Denver regarding the I-70 East Project.

BE IT FURTHER RESOLVED that the Board hereby authorizes the Bridge Enterprise Director to execute and deliver the Intergovernmental Agreement by and among BE, the Colorado Department of Transportation, the Colorado High Performance Transportation Enterprise, and the City and County of Denver regarding the I-70 East Project, with such changes therein and additions thereto, not inconsistent with this Resolution, as the Bridge Enterprise Director may determine to be necessary or appropriate, whose signature thereon shall constitute conclusive evidence of such approval, and to perform all other acts that the Bridge Enterprise Director may deem necessary or appropriate in order to implement and carry out the transactions and other matters authorized by the Agreement.



Herman Stockinger, Secretary
Bridge Enterprise Board of Directors



Date

Other Matters

Chairwoman Connell announced that Commissioner Gifford has been named to the HPTE Board of Directors.

Adjournment

Chairwoman Connell asked if there were any more matters to come before the Bridge Enterprise Board. Hearing none, Chairwoman Connell announced the adjournment of the meeting at 9:56 a.m.